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NOVA SCOTIA

TELEPHONE CO.,
(LIMITED.)

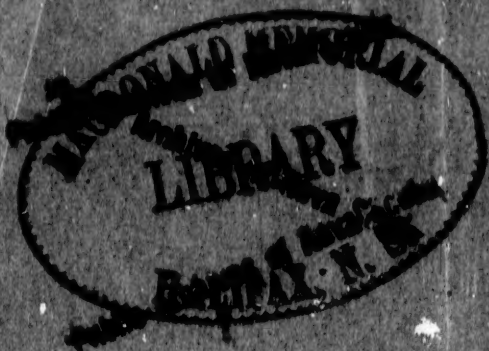
BY-LAWS

AND

ACT OF INCORPORATION
AND AMENDMENTS.

Halifax, N. S., 1888.

HALIFAX, N. S. :
HALIFAX PRINTING CO., HOLLIS STREET,
1889.



Public Archives of New South

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27168- March 3/33

AN ACT

TO INCORPORATE

The Nova Scotia Telephone Co., Limited.

(Passed the 3rd day of May, A.D., 1887.)

SECTION.

1. Incorporation.
2. Powers of company.
3. Lines may cross streets, bridges, etc.
4. May purchase or lease telephone lines, etc.
5. Capital stock.
6. Provisional directors.
7. Board of management.
8. Liability of shareholders.
9. Subscriptions for stock.
10. Calls, when to be deemed made.
11. Directors may receive advances.

SECTION.

12. Calls, how made.
13. In default, shares may be forfeited.
14. Company may bring action.
15. Deduction for calls.
16. Votes, how given.
17. Vacancies, how filled.
18. Directors may make by-laws, etc.
19. Transfer of shares.
20. Registration.
21. Chief place of business.
22. Real estate.
23. Name to be kept painted.

Be it enacted by the Governor, Council, and Assembly, as follows:—

1. Allen Haley of Windsor, C. R. Burgess of Wolfville, L. DeV. Chipman of Kentville, R. M. Rand of Canning, Thomas S. Whitman of Annapolis, Hon. E. R. Oakes of Digby, William Law of Yarmouth, T. W. Johns of Yarmouth, Austen Locke of Lockeport, T. B. Wade of Bridgewater, James Eisenhauer of Lunenburg, J. A. Leaman of Truro, John R. Bothwell of New York city, New York, United States; D. C. Fraser of New Glasgow, T. R. Black of Amherst, J. C. Wilson of Pugwash, A. C. Bertram of North Sydney, W. F. McCurdy of Baddeck, W. C. Delaney of Halifax, D. MacPherson of Halifax, B. F. Pearson of Halifax, and William F. MacCoy of Halifax, and such other persons as may become shareholders in the company hereby incorporated, are hereby constituted a body politic and corporate by the name of "The Nova Scotia Telephone Company, Limited," and the head office of the said company shall be at Halifax, in the province of Nova Scotia, or at such other place in the province as may be hereafter determined upon by the directors of the company.

Incorporation.

2. The said company shall have power to manufacture telephones and other apparatus connected therewith, and their appurtenances, and other instruments used in connection with the business of a telegraph or telephone company,

Powers of company.

and also such other electrical instruments and plant as the said company may deem advisable, and to purchase, sell or lease the same and rights relating thereto, and to build establish, construct, purchase, acquire or lease, and maintain and operate, or sell, or let, any line or lines for the transmission of messages by telephone in Nova Scotia, and to make connection for the purpose of telephone business with the line or lines of any telegraph or telephone company in Nova Scotia, and to aid or advance money to build or work any such line to be used for telephone purposes; and also to borrow such sum of money, not exceeding the amount of the paid up capital of the company, as the directors shall deem necessary for carrying out any of the objects or purposes of this Act, and to issue bonds therefor in sums of not less than one hundred dollars each, which shall be a first charge upon the whole lines, works and plant of the company, in such sums and at such rate of interest, and payable at such times and places, as the directors shall determine. Provided always, that nothing in this Act shall be construed to authorize the company to issue any note payable to the bearer thereof, or any promissory note intended to be circulated as money.

Lines may cross
streets, bridges,
etc.

3. The Nova Scotia Telephone Company (Limited) may construct, erect, and maintain its line or lines of telephone along the sides of and across or under any public highways, streets, bridges, water courses, or other such places. Provided, the said company shall not interfere with the public right of travelling on or using such highways, streets, bridges or water courses; and provided, that in cities, towns, and incorporated villages, the company shall not erect any pole higher than forty feet above the surface of the street, nor affix any wire less than twenty-two feet above the surface of the street, nor carry any such poles or wires along any street without the consent of the municipal council having jurisdiction over the streets of the said city, town, or incorporated village, and that in any city, town, or incorporated village the poles shall be as nearly as possible straight and perpendicular, and shall in all towns and cities be painted if so required by any by-laws of the council; and provided further, that where lines of telegraph are already constructed no poles shall be erected by the company in any city, town, or incorporated village, along the street where such poles are already erected, unless with the consent of the council having

jurisdiction over the streets of such town, city, or incorporated village. Provided also, that in so doing the said company shall not cut down or mutilate any tree; and provided, that in cities, towns, and incorporated villages, the opening up of the street for the erection of poles, or for carrying the wires under ground, shall be done under the direction and supervision of the engineer, or such other officer as the council may appoint, and in such manner as the council may direct, unless such engineer, officer, or council, after one week's notice in writing, shall have omitted to make such direction; and provided also, that the surface of the street shall in all cases be restored to its former condition by and at the expense of the company; and provided further, that whenever in case of fire it becomes necessary for its extinction or the preservation of property that the telephone wires should be cut, the cutting under such circumstances of any of the wires of the company, under the direction of the chief engineer or other officer in charge of the fire brigade, shall not entitle the company to demand or claim compensation for any damage that might be so incurred.

4. The said company shall have power and authority to purchase or lease for any term of years any telephone line established or to be established, connecting or hereafter to be connected with the lines which the said company is authorized to construct, or to purchase or lease for any term of years the right of any company to construct any such telephone line; and shall also have power and authority to amalgamate with or to lease their line, or any portion or portions thereof, from time to time, to any company or person possessing as proprietor any line of telegraphic or telephonic communication connecting or to be connected with the company's line in Canada; and the company shall also have power to enter into any arrangements with any person or company possessing as proprietor any line of telegraphic or telephonic communication, or any power or right to use communication by means of the telephone, upon such terms and in such manner as the board of directors may from time to time deem expedient or advisable, or to become a shareholder in any such corporation.

May purchase or lease telephone lines, etc.

5. The capital stock of the said company shall be fifty thousand dollars, and shall be divided into five thousand shares of ten dollars each; and the said capital

Capital stock.

stock may, after the whole thereof has been subscribed and at least fifty per cent, thereon paid up, be increased, from time to time by resolution of the board of directors, by and with the consent of a majority in value of the shareholders present or represented by proxy at any annual general meeting, or at any special general meeting of shareholders called for that purpose.

Provisional directors.

6. The persons named in the first section of this Act shall be the provisional, directors of the company, and shall have power and authority to open stock books, and to procure subscriptions for shares in the capital stock of the company, to make calls upon the subscribers, and to cause surveys and estimates to be made.

Board of management.

7. The business of the company shall be managed by a board of not less than five nor more than fifteen directors, as may from time to time be determined by resolution of the shareholders, and each such director shall be the proprietor of at least ten shares of the capital stock of the company, or such other additional number of shares not exceeding forty additional shares, as the shareholders shall by any resolution passed at any annual general meeting or special general meeting, from time to time determine.

Liability of shareholders.

8. No shareholder shall be liable as such beyond the amount of the stock subscribed or acquired by him, for any debt contracted by the company, or loss or liability incurred by the company.

Subscriptions for stock.

9. The directors of the said company for the time being may open, or cause to be opened, stock books for the subscription of parties desiring to become shareholders in the capital stock of the said company, in such places as they shall think fit, and all parties so subscribing shall pay ten per cent. on allotment; and the directors may from time to time make calls on such shares payable at such times, in such amounts, at such places, and in such manner as they shall from time to time determine; but no call shall exceed ten per cent., and an interval of at least thirty days shall intervene between the time fixed for the payment of any one call and that fixed for the payment of the succeeding call.

Calls, when to be deemed made.

10. A call shall be deemed to have been made at the time when the resolution of the directors authorizing such

call was passed, and if a shareholder fails to pay any call due from him before or on the day appointed for the payment thereof, he shall be liable to pay interest for the same at the rate of six per cent per annum, from the day appointed for payment to the time of actual payment thereof.

11. The directors may if they think fit receive from any shareholder willing to advance the same, all or any part of the amounts due on the shares held by each shareholder beyond the sums then actually called for; and upon the money so paid in advance, or so much thereof as shall from time to time exceed the amount of the calls then made upon the shares in respect of which such advance shall be made, the company may pay interest at such rate as the shareholders paying such sums in advance and the directors shall agree upon.

Directors may
receive advances.

12. All notices of call upon the shareholders shall be given by mailing a notice of such call, post paid, addressed to each shareholder liable to pay the same at his post office address as recorded in the books of the company, at least four weeks before the time appointed for payment thereof.

Calls, how made.

13. If after such demand or notice as hereinbefore provided, any call made upon any share or shares be not paid within such time as may be limited in that behalf, the directors in their discretion by vote to that effect duly recorded in their minutes, may summarily declare forfeited any shares whereon such payment is not made, and the same shall thereupon become the property of the company, and may be disposed of as the by-laws of the company may ordain; but notwithstanding such forfeiture, the holder of such shares at the time of forfeiture shall continue liable to the then creditors of the company for the full amount unpaid on such shares at the time of forfeiture, less any sums which may have been subsequently realized by the company in respect thereof.

In default,
shares may
be forfeited.

14. The company may if they see fit, instead of declaring forfeited any share or shares, enforce payment of all calls and interest thereon by action in any competent court; and a certificate under their seal, and purporting to be signed by any officer of the company to the effect that the defendant is a shareholder, that such call or calls has or have been made, and that so much is due by him and

Company may
bring action.

unpaid thereon, shall be received as against the defendant in all courts as *prima facie* evidence to that effect.

Deduction for calls.

15. The directors may deduct from the dividends payable to any shareholder all such sums of money as may be due from him to the company on account of calls or otherwise.

Votes, how given.

16. At all meetings of the shareholders each share shall entitle the holder to one vote, which may be given in person or by proxy; but no one who is not a shareholder shall act as such proxy, and no shareholder shall be entitled, either in person or by proxy, to vote at any meeting upon any share or shares in respect to which any call is in arrear.

Vacancies, how filled.

17. When a vacancy occurs by the death or resignation of a director, the vacancy shall be supplied by the remaining directors at a subsequent meeting, appointing by resolution a director or directors in the place or stead of the director or directors so having died or resigned.

Directors may make by-laws, etc.

18. The directors may from time to time make, alter, amend, or repeal by-laws, rules or regulations as they may deem necessary and proper for the management of the affairs of the company generally; but every such by-law, and every repeal, amendment, or re-enactment thereof, unless in the meantime confirmed at the general meeting of the company duly called for that purpose, shall only have force until the next annual meeting of the company, and in default of confirmation thereat shall, at and from that time only, cease to have force; provided always, that one fourth part in value of the shareholders of the company shall at all times have a right to call a special meeting thereof for the transaction of any business specified in such written requisition and notice as they may issue to that effect, and ten days' notice of every such special meeting shall be given in one or more of the newspapers published in the city where the head office of the company is situate.

Transfer of shares.

19. No assignment or transfer of any share shall be valid or effectual until such transfer be entered and registered in a book to be kept for that purpose by such officer as the directors may from time to time designate; provided that whenever any shareholder shall transfer in manner aforesaid all his stock or shares in the said company, such

shareholder shall cease to be a member of the said corporation.

20. The directors may decline to register any transfer of shares belonging to any shareholder who is indebted to the company. Registration.

21. The company shall at all times have an office in the city or town in which their chief place of business shall be, which shall be the legal domicile of the company in Nova Scotia, and notice of the situation of that office, and of any change therein, shall be advertized in the *Royal Gazette*, and they may establish such other offices and agencies as they may deem expedient. Chief place of business.

22. The said company shall have power to purchase, lease, or otherwise acquire and hold all such real estate as may from time to time be deemed requisite for the purposes of the company, and also to sell, lease, or otherwise dispose of, and to mortgage, pledge or encumber such real estate, or any part or parts thereof from time to time, in such manner, and on such terms, as they may deem fit, and the directors may at their discretion acquire real and personal property, including patents, franchises, and electrical instruments, and pay for them in stock of the company, and stock so issued shall be deemed full paid and unassessable. Real estate.

23. The company shall paint or affix, and keep painted or affixed, their name, with the word "limited" after it, on the outside of every office or place in which the business of the company is carried on in a conspicuous position, in letters easily legible, and shall have their name with said word "limited" after it, mentioned in legible characters in all notices, advertisements, and other official publications of the company, and other writings used in the transaction of the business of the company; and for every neglect of a full compliance with the foregoing provisions of this section by any officer of the company such officer shall be liable to a penalty of twenty dollars. Name to be kept painted.

AN ACT

TO AMEND CHAPTER ONE HUNDRED OF THE ACTS OF 1887.

ENTITLED

"An Act to Incorporate the Nova Scotia Telephone Company, Limited."

(Passed the 16th day of April, A.D., 1888.)

SECTION.

Recital.
Recital.
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Recital.

SECTION.

1. Certain agreements ratified and confirmed.
2. Agreements adjudged to have been valid.
3. Further enactment as to agreements.
4. Section 5, Chap. 100, Acts of 1887, repealed, and the following substituted.

Recital.

Whereas, an agreement bearing date the twenty-eighth day of November, in the year of our Lord one thousand eight hundred and eighty-seven, was made and entered into by and between the Nova Scotia telephone company, limited, of the one part, and the Bell telephone company, of Canada, of the other part, whereby among other things the said Bell telephone company of Canada did agree to sell to the said Nova Scotia telephone company, limited, and the said Nova Scotia telephone company, limited, did agree to purchase from the said Bell telephone company of Canada the entire working plant of the Bell telephone company of Canada in use or appropriated for use within the provinces of Nova Scotia and New Brunswick, and the good will of the telephone business of the said Bell telephone company of Canada in the said provinces, together with all contracts or agreements made between the said Bell telephone company of Canada and any person or corporation within the said provinces of Nova Scotia and New Brunswick for furnishing unto such last named persons telephone service or instruments, which said agreement is set forth in the schedule marked "A" in this Act;

And whereas, by the said agreement it was also among other things provided that the said Nova Scotia telephone

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company, limited, should deliver to and vest in the said Bell telephone company of Canada sixty-five thousand dollars of fully paid-up and non-assessable stock in the Nova Scotia telephone company, limited;

And whereas, in December one thousand eight hundred and eighty-seven a further or supplemental agreement was made and entered into by and between the said companies, which said agreement is set forth in the schedule marked "B" to this Act;

Recital.

And whereas, the said several agreements have been ratified, confirmed and approved at a special general meeting of the shareholders of the said Nova Scotia telephone company, limited, specially called for the purpose of considering the said several agreements;

Recital.

And whereas, in pursuance of the said agreements the said Bell telephone company of Canada hath by bill of sale bearing date the second day of February, A. D. 1888, conveyed, assigned and transferred to the said Nova Scotia telephone company, limited, all the property, assets and effects so purchased, as aforesaid, by the said Nova Scotia telephone company, limited, and the said Nova Scotia telephone company, limited, hath transferred to and vested in the Bell telephone company of Canada six thousand five hundred fully paid-up and non-assessable shares of ten dollars each in the capital stock of the said Nova Scotia telephone company, limited;

Recital.

And whereas, the said companies have otherwise carried out and performed the said agreement, and it is expedient to confirm and give effect to the same;

Recital.

Be it therefore enacted by the Governor, Council, and Assembly, as follows:

1. The said agreement bearing date the twenty-eight day of November, set forth in schedule "A" to this Act, and the said agreement made in December, A. D. 1887, which is set forth in schedule "B" to this Act, are and each of them is hereby ratified and confirmed, and the Nova Scotia telephone company, limited, and all the shareholders thereof, as well as the Bell telephone company of Canada, are and shall be bound thereby in every respect and in the same manner and to the same extent and as validly and effectually as if the Act of incorporation of the said Nova Scotia telephone company, limited, chapter one hundred of the Acts of the province of Nova Scotia for the year 1887,

Certain agreements ratified and confirmed.

entitled "An Act to incorporate the Nova Scotia Telephone Company, limited," had especially and expressly authorized and empowered the said Nova Scotia telephone company limited, to make, enter into, carry out, perform and undertake the said agreements and each of them, and every matter and thing therein contained, and the said agreements and each of them and every matter and thing therein contained are hereby declared to be and to have been valid, effectual, operative and authentic, and to be and to have been binding upon the said Nova Scotia telephone company, limited, and the shareholders therein and all persons interested in the said company, and upon the said Bell telephone company of Canada to all intents and purposes and in every respect, and to be and to have been within the powers and competence of the said Nova Scotia telephone company, limited, and of the said Bell telephone company of Canada respectively.

Agreements adjudged to have been valid.

2. The said several agreements set forth in the schedules "A" and "B" to this Act shall be taken and adjudged to be and to have been valid, effectual, operative and authentic for the purposes therein mentioned, and as if the Nova Scotia telephone company, limited, and the Bell telephone company of Canada had been respectively, duly and expressly authorized and empowered by an Act of the Legislature of Nova Scotia to make and enter into, perform, fulfil, undertake and carry out the said several agreements and every matter and thing therein contained.

Further enactment as to agreements.

3. It is hereby declared and enacted that the said Nova Scotia telephone company, limited, and the said Bell telephone company of Canada, have and each of them has, and at the time of the execution of each of the said agreements full power, authority and competence to make, enter into, had, undertake, perform, fulfil and carry out the said several agreements and each of them, and every matter and thing therein contained, and the same are hereby declared to be binding, valid and effectual.

Section 5, Chap. 100, Acts of 1817, repealed, and following substituted.

4. Section 5 of the said chapter one hundred, of the Acts of 1887, is hereby repealed, and the following section is substituted therefor:

5. "The capital stock of the said company shall be "two hundred thousand dollars, and shall be divided into "twenty thousand shares of ten dollars each."

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6. Sections 7 and 17 of the said Act, are hereby repealed, and the following section is substituted therefor :

7. "The business of the company shall be managed by
 "a board of seven directors, of whom five shall be elected
 "by the shareholders at each annual meeting and two shall
 "be appointed by the said Bell telephone company of
 "Canada. Each such director shall be the holder of at least
 "one hundred shares of the capital stock of the company.
 "In case new directors are not elected or appointed at any
 "annual meeting the old directors shall continue to act until
 "new directors are regularly appointed. In case any
 "director who shall have been elected at any annual meet-
 "ing shall die, or refuse to act, or become incapable of
 "acting before the next annual meeting, the remaining
 "directors or a majority of them may appoint a director in
 "the stead of the one so dying, refusing to act, or becoming
 "incapable of acting.

(2) "Any director of the Nova Scotia telephone com-
 "pany, limited, appointed or hereafter to be appointed by
 "the Bell telephone company of Canada shall continue to
 "be a director of the Nova Scotia telephone company,
 "limited, and to hold office as such until the Bell telephone
 "company of Canada shall remove him from such office or
 "position, or shall appoint some other person to act as such
 "director in his place and stead."

(3.) "A letter from the managing director for the time
 "being of the Bell telephone company of Canada to the
 "Nova Scotia telephone company, limited, or the president
 "thereof, stating the appointment of any director or direc-
 "tors of the Nova Scotia telephone company, limited, by
 "the said Bell telephone company of Canada, or stating the
 "removal of any such director so appointed, shall constitute
 "a sufficient appointment or removal as the case may be of
 "any such director or directors by the Bell telephone com-
 "pany of Canada."

6. The six thousand five hundred shares in the capital
 stock of the said Nova Scotia telephone company, limited,
 which have been delivered and transferred by the said Nova
 Scotia telephone company, limited, to the said Bell tele-
 phone company of Canada are hereby declared to be vested
 in and to be the property of the said Bell telephone com-
 pany of Canada and its assigns or transferees and are here-
 by declared to be fully paid-up and non-assessable shares in

the capital stock of the said Nova Scotia telephone company, limited.

7. Section 2 of said chapter one hundred, of the Acts of 1887, is hereby amended by adding thereto the following clause at the end thereof: "Provided also that the company shall not nor shall the directors thereof borrow any money upon the security of bonds of the said company, and shall not issue or negotiate any bonds of the said company, and shall not mortgage, pledge, encumber, charge, or agree to mortgage, pledge, encumber, or charge, or permit, or suffer to be mortgaged, pledged, encumbered or charge the plant, works, undertaking, property or other assets or estate of the company or any part thereof, except by and with the direction and authority of a resolution of not less than three-fourths in value of the shareholders of the company present in person or by proxy at a special meeting to be called for that purpose, of which meeting not less than ten days' notice, stating the time, place and object of such meeting shall be given by notice in writing to each shareholder, or by advertisement in two daily newspapers published in the city of Halifax."

8. Section 16 of the said chapter is hereby amended by adding thereto the following clause: "No person shall be entitled to vote as the proxy of any shareholder at any meeting, unless he is authorized by writing signed by such shareholder, which writing must be filed with the secretary of the company not later than twelve o'clock, noon, on the day next preceding the date appointed for such meeting. At any meeting of the shareholders of said company, the Bell telephone company of Canada may vote on all the stock or shares which it now holds, or hereafter may hold in the said Nova Scotia telephone company, limited, by or through the president or managing director for the time being of the said Bell telephone company of Canada, or by or through any person authorized in writing by said president or managing director. Such writing need not be filed with the secretary."

AN ACT

TO GRANT CERTAIN POWERS TO

The Nova Scotia Telephone Co., Limited.

Whereas the Nova Scotia Telephone Company, (Limited), a body corporate and politic, incorporated by special Act of the Province of Nova Scotia, passed in the fiftieth year of Her Majesty's reign, chapter one hundred, is desirous of extending its operations and of carrying on a telephone business within and between the Provinces of Nova Scotia and New Brunswick, and has, by petition, prayed for the passing of an Act of the Parliament of Canada for that purpose; and whereas it is expedient to grant the prayer of the said petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

1. The Company may construct, erect and maintain its line or lines of telephone along the sides of and across or under any public highways, streets, public bridges, water-courses or other such places, in the Provinces of New Brunswick and Nova Scotia; and may, by its servants, agents or workmen, enter upon any street, public road, public bridge, water-course or highway, in any city, incorporated town, village, county or municipality in the said Provinces, for the purpose of erecting and maintaining its line or lines of telephone along the sides of, or across or under the same; and may construct, erect and maintain such and so many poles or other works and devices as the Company deems necessary for making, completing and supporting, using, working and maintaining the system of communication by telephone; and may stretch wires thereon and, from time to time, as often as the Company, its agents, officers or workmen think proper, break up and open any part whatsoever of the said roads, streets, highways or water-courses, subject, however, to the following provisions, that is to say:

(a.) The Company shall not interfere with the public right of travelling on or using such roads, streets, highways or

Construction and maintenance of line.

Public rights saved.

water-courses, and shall not do any unnecessary damage, nor in any way obstruct the entrance to any door or gateway or free access to any building erected in the vicinity ;

Height of wires
above street
&c.

(b.) The Company shall not affix any wire less than twenty-two feet above the surface of the street or road, nor erect more than one line of poles along any road or street, without the consent of the municipal council having jurisdiction over the roads or streets of the municipality ;

Poles.

(c.) In any such municipality the poles shall be as nearly as possible straight and perpendicular, and shall in cities, be painted, if so required by any by-law of the council ;

Cutting poles
or wires in
case of fire.

(d.) Whenever, in case of fire, it becomes necessary for its extinction of the preservation of property, that the poles or telephone wires should be cut, the cutting under such circumstances of the poles or any of the wires of the Company, under the direction of the chief engineer or other officer in charge of the fire brigade, shall not entitle the Company to demand or claim compensation for any damage thereby incurred ;

Liability for
damages.

(e.) The Company shall be responsible for all damage with its agents, servants or workmen cause to individuals or property in carrying out or maintaining any of its said works ;

As to trees.

(f.) The Company shall not cut down or mutilate any shade, fruit or ornamental tree ;

Approval of
municipality.

(g.) In all municipalities the opening up of streets for the erection of poles, or for carrying the wires under ground, shall be subject to the direction and approval of the engineer or such other official as the council appoints, and shall be done in such manner as the council directs ; the council may also direct and designate the places where the poles are to be erected in such municipality, and the surface of the street shall in all cases be restored as far as possible to its former condition by and at the expense of the Company :

Company may
be required to
carry wires
underground.

2. No Act of Parliament requiring the Company, in case efficient means are devised for carrying telegraph or telephone wires under ground, to adopt such means, and abrogating the right given by this section to continue carrying lines on poles through cities, towns or incorporated villages, shall be deemed an infringement of the privileges granted by this Act :

Workmen to
wear badges.

3. No person shall labor upon the work of erecting or repairing any line or instrument of the Company without

having conspicuously attached to his dress a medal or badge on which shall be legibly inscribed the name of the Company and a number by which he can be readily identified:

4. Nothing herein contained shall be deemed to authorize the Company, their servants, workmen or agents, to enter upon any private property for the purpose of erecting, maintaining or repairing any of their works, without the previous assent of the owner or occupant of the property for the time being. Protection of private rights.

2. The Company may purchase or lease for any term of years, any telephone line established, or to be established in New Brunswick and Nova Scotia connecting, or hereafter to be connected with the lines which the Company is authorized to construct, or may purchase or lease for any term of years the right of any Company to construct any such telephone line; and may amalgamate with or lease its line or any portion or portions thereof from time to time to any Company or person possessing, as proprietor, any line of telegraphic or telephonic communication connecting or to be connected with the Company's lines; and the Company may enter into any arrangements with any person or Company possessing, as proprietor, any line of telegraph or telephonic communication, or any power or right to use communication by means of the telephone, upon such terms and in such manner as the board of directors from time to time deems expedient or advisable, or may become a shareholder in any such Corporation. Power to purchase lines.
And to make arrangements with another company.

Nova Scotia Telephone Company, Limited.

Incorporated, 1887.

BY-LAWS.

1. The Company shall be called the NOVA SCOTIA TELEPHONE COMPANY, LIMITED.

2. The affairs of the company shall be managed by a Board of Directors comprising seven (7) members who shall appoint out of their number a President and a Vice-President, and shall also appoint a Secretary. Four of the Board shall form a quorum.

3. There shall be an annual general meeting of the stockholders in each and every year at the head office of the Company on the last Tuesday in May, for the present year, and thereafter the said meeting shall be held on the Second Wednesday in June in each and every year for the election of Directors, and for such other proceedings and business as it is competent for the Stockholders to deal with and determine, and ten days notice of every such meeting shall be given in one or more of the newspapers published in Halifax, or by mail to each registered stockholder. The first or any subsequent general meeting may be adjourned from time to time by a majority of votes present.

4. The Directors shall be elected by ballot and every shareholder shall be entitled to one vote on all questions according to the number of shares held or represented by him, that is, one vote for every share. The Directors shall hold office for one year and until their successors shall be elected.

5. Every shareholder may vote in person or by proxy, such proxy being a shareholder and duly constituted in writing.

6. The President, or in his absence the Vice-President, or in the absence of them both, any one of the Directors to

be elected from amongst themselves, shall be Chairman and shall have power to sign and execute all documents on behalf of the Company and shall direct the calling of all meetings of the Directors or Shareholders and shall preside thereat, and also the President, or in his absence the Vice-President, shall be the Chief Executive officer of the Company and shall have general supervision over its affairs.

7. The President and Directors shall meet as often as the business of the Company requires, of which meetings full minutes shall be kept, and shall have power to appoint all necessary officers and servants for carrying on the business of the Company, allowing them such compensation for their services as they may think proper. They shall also have full power and authority to make, do and transact all acts, matters and things necessary and expedient in and about the carrying out of the business of the Company and of the By-Laws.

8. Besides the Annual General Meeting of the Company, the President and Directors may at any time either of their own accord or upon a requisition signed by at least Five Shareholders representing at least One Thousand Shares, call a Special Meeting of the Company, specifying the purpose for which it is called. At such meeting it shall not be competent to transact any other business than that for which it was summoned.

9. The share or Shares of each Stockholder shall be registered in the Company's books and after the registration of such Share or shares as aforesaid, certificates to be approved of by the President and Directors under Seal of the Company and signed by the President and Secretary shall be delivered to every proprietor or shareholder Specifying the share or shares to which he or she is entitled to in the Company, and such register of the Certificate of a share or shares shall be evidence of the party and ownership thereof.

10. No transfer of any share or shares shall be held valid unless entered and subscribed by the parties in the Company's books or by a sufficient Attorney thereto legally authorized.

11. The books, accounts and papers of the Company shall be at all times open to the inspection of the President

and Directors and the Secretary shall furnish an account of the affairs of the Company whenever required by the President and Directors to do so, and shall prepare an annual statement of the affairs of the Company to be submitted at that meeting.

12. The President and Directors shall have power at any time when in their judgment it is in the interests of the Company to remove and discharge the Secretary or other officers or servants and appoint other persons in their room and stead. The Treasurer or other officer appointed to receive and disburse the monies of the Company shall furnish security satisfactory to the Directors for the faithful discharge of such duties.

13. Hereafter, when any Director or Directors shall decline serving after being duly elected at any Annual General Meeting, such meeting shall immediately proceed to a new ballot in the place of such Director or Directors so declining or in the event of a vacancy in the Directorate either by death or otherwise, the President and Directors shall appoint a Director until the next general meeting of the shareholders.

14. No alteration shall on any account be made in the by-laws except at an annual or special general meeting, in the notice for which special meeting the intention to make such alterations or additions shall be stated and which alterations or additions shall be sanctioned by at least two-thirds of the votes legally given at such meeting.

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